

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
	:	

**NOTICE OF HEARING ON ASSUMPTION AND
ASSIGNMENT AND CURE NOTICES OF TRANSFORM HOLDCO LLC**

PLEASE TAKE NOTICE that on November 1, 2018, Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), filed a motion (ECF No. 429) (the “Sale Motion”) seeking, among other things, the entry of an order pursuant to sections 105, 363 and 365 of the United States Bankruptcy Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”), Rules 2002, 6004, 6006, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

6004-1, 6005-1 and 6006-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), authorizing and approving the sale of the Acquired Assets and the assumption and assignment of certain executory contracts and unexpired leases of the Debtors in connection therewith.

PLEASE TAKE FURTHER NOTICE that on February 8, 2019, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interest and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507) (the “Sale Order”) authorizing the sale of substantially all assets of the Debtors to Transform Holdco, LLC (“Transform”). By operation of the Sale Order, certain matters concerning assumption and assignment of certain leases and related agreements were adjourned to a later date.

PLEASE TAKE FURTHER NOTICE that on January 18, 2019, the Debtors filed and served on the applicable counterparties the Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (ECF No. 1731) (the “Initial Notice”). On January 23, 2019, the Debtors filed and served on the applicable counterparties the Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (ECF No. 1774) (the “Supplemental Notice”). On January 31, 2019, the Debtors filed and served on the applicable counterparties the Second Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (ECF No. 2314) (the “Second Supplemental Notice”).

On March 5, 2019, the Debtors filed and served on the applicable counterparties the Third Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (ECF No. 2753) (the “Third Supplemental Notice”). On March 29, 2019, the Debtors filed and served on the applicable counterparties the Fourth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (ECF No. 2995) (the “Fourth Supplemental Notice”). On April 9, 2019, the Debtors filed and served on the applicable counterparties the Fifth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (ECF No. 3097) (the “Fifth Supplemental Notice”). On April 11, 2019, the Debtors filed and served on the applicable counterparties the Sixth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (ECF No. 3152) (the “Sixth Supplemental Notice”). On April 23, 2019, the Debtors filed and served on the applicable counterparties the Seventh Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (ECF No. 3330) (the “Seventh Supplemental Notice”). On April 30, 2019, the Debtors filed and served on the applicable counterparties the Eighth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (ECF No. 3453) (the “Eighth Supplemental Notice” and together with the Initial Notice, the Supplemental Notice, the Second Supplemental Notice, the Third Supplemental Notice, the Fourth Supplemental Notice, the Fifth Supplemental Notice, the Sixth Supplemental Notice and the Seventh Supplemental Notice, the “Cure Notices”).

PLEASE TAKE FURTHER NOTICE that the Debtors and Transform have filed the following (collectively, the “Assignment Notices”), each of which contain and establish objection deadlines for the leases set forth therein:

- Notice of Assumption and Assignment of Additional Contracts and Designatable Leases (ECF No. 2854)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3017)
- Notice of Assumption and Assignment of Additional Contracts and Designatable Leases (ECF No. 3023)
- Notice of Assumption and Assignment of Additional Contracts and Designatable Leases (ECF No. 3034)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3057)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3068)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3211)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3214)
- Notice of Assumption and Assignment of Designatable Leases (ECF No. 3290)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3297)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3298)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3299)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3329)
- Amended Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3331)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3369)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3395)
- Notice of Assumption and Assignment of Additional Designatable Leases (ECF No. 3416)

PLEASE TAKE FURTHER NOTICE that objections to various Cure Notices and Assignment Notices have been filed in accordance with the procedures previously established by the Court (the “Objections”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Objections (the “Hearing”) shall be held before the Honorable Robert D. Drain, United States Bankruptcy Judge,

United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Courtroom No. 118, White Plains, New York 10601, on **May 8, 2019 at 10:00 a.m. (Eastern Time)**).

PLEASE TAKE FURTHER NOTICE that requests for information concerning adequate assurance of future performance and requests for extensions of time and adjournment of the relevant hearing under Bankruptcy Code section 365(d)(4) by Transform and its affiliates should be directed to Luke A. Barefoot, One Liberty Plaza, New York, New York 10006, (212)-225-2829.

PLEASE TAKE FURTHER NOTICE that any objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

Dated: New York, New York
May 1, 2019

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